

# **HCCI Exhibit 43**

April 12, 2016

Dear Sirs

1. We Fieldwood Energy LLC and Fieldwood Energy Offshore LCC (individually and collectively "**Indemnitors**") refer to:
  - (i) General Indemnity Agreement dated 24 January 2016 entered into by the Indemnitors (1) in favour of HCC International Insurance Company plc ("**HCCI**") (2) (the "**GIA**"); and
  - (ii) Participation Agreement (the "**Participation Agreement**") to be entered into on or about the date of this letter between Deutsche Bank AG New York Branch as Seller and HCCI as Participant in relation to participation in letters of credit issued or to be issued by the Seller at the request of the Indemnitors pursuant to the Reimbursement Agreement (as defined therein) (the "**Letters of Credit**").
2. Words and phrases used in this Letter of Agreement shall have the meaning given to them in the GIA unless otherwise stated or the context otherwise requires.
3. The terms of this Letter of Agreement shall take effect and be enforceable against us as a deed.
4. Pursuant to the Participation Agreement HCCI will purchase participations in Letters of Credit (the "**HCCI Participations**")
5. The Indemnitors agree and acknowledge that for the purposes of the GIA:
  - 5.1 each HCCI Participation shall be a "Bond" as that term is defined in the GIA; and
  - 5.2 any and all liability, loss, premiums, claims, damages, extra-contractual damages, court costs and expenses, attorneys' fees, consultant fees, interest, and all other costs and expenses that HCCI incurs or sustains arising from or related to any HCCI Participation ("**HCCI Participation Agreement Liability**") shall be a "Loss" as defined in the GIA; andaccordingly the obligations of the Indemnitors under the GIA shall apply to and in respect of each HCCI Participation and any and all HCCI Participation Agreement Liabilities.
7. Clause 20 of the GIA (Law and Jurisdiction) shall apply to this letter as if it was herein set out and references to the GIA were references to this letter.

Yours faithfully

EXECUTED AS A DEED BY



Michael Dane  
Sr. Vice President and Chief Financial Officer